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February 3, 1999

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VIA FACSIMILE

Mr. Frank Biros

U.S. Department of Justice

Environmental and Natural Resource Division

P.O. Box 7611

Ben Franklin Station

Washington, D.C. 20530

Re: Albion/Sheridan Township Landfill

Dear Frank:

Responding to your voice mail from earlier today, unfortunately I have not had an opportunity to speak with my clients concerning draft language to the Consent Decree that you are requesting. Accordingly, I can only partially respond to your request for draft language, and I can only provide that draft language with the understanding that it has not been reviewed by my clients.

First, with respect to paragraphs 12, 58 and 124, I am not in a position to propose any alternate language.

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With respect to the definition of RA work, it is first essential that I receive copies of the current draft of the O&M work plan, which is incorporated into the definition of O&M work under the current draft of the Consent Decree. Assuming that the work plan meets with the Settling RA Defendants' approval and assuming that my clients approve of the following language, I would propose that RA work be defined as follows:

"RA Work" shall mean all activities performed pursuant to the approved RA Work Plan, ~~excluding~~ O&M work and the contingent remedy, that Cooper and Corning are required to perform under the Consent Decree (except those required by Section XXII (Retention of Records)).

With regard to paragraph 9.c. I propose the following language, again subject to my client's approval:

c. Decker and its subsidiary CDC agree to permit Settling RA Defendants to remove and use, free of any charge, fee, or assessment, any reasonably necessary soil fill material from the Adjacent Parcels. Soil may be removed to create Soil Borrow Areas, Stormwater Retention/Infiltration Basin, in accordance with and as depicted in the Final Design Drawings approved by EPA. The Settling RA Defendants shall, during the construction of the RA Work, follow Michigan Occupational Safety and Health Administration (OSHA) regulations concerning excavations. Prior to completion of the RA Work, the Settling RA Defendants shall grade the Soil Borrow Areas to form Stormwater Retention/Infiltration Basins as depicted in the Final Design drawings. Settling RA Defendants shall take reasonably necessary action to grade any other areas of the Adjacent Parcels affected by the soil removal to be consistent with surrounding areas. Settling RA Defendants shall name Decker and CDC as additional insureds on any general liability insurance policies written with the implementation of the RA on the Adjacent Parcels. Additionally, the site security installed by the Settling RA Defendants as part of the RA Work shall encompass the Adjacent Parcels.

Regarding the revisions to paragraph 14, and again subject to my client's approval, I would propose the following:

reasonably necessary

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For the purposes of Paragraphs 13 and 58 only, the "scope the RA selected in the ROD" is: (a) removal and off-Site treatment and disposal of drums containing hazardous wastes; (b) construction of a solid waste landfill cap consisting of a flexible membrane liner; (c) installation of a passive landfill gas collection system; (d) installation of groundwater monitoring wells; (e) institutional controls, including a security fence, to limit land and groundwater use on-Site and on the Adjacent Parcels; and (f) institutional controls off-site to limit groundwater use from the arsenic plume described in the ROD. The contingent remedy of in situ oxidation is provided in the ROD in the event groundwater contaminant levels are not timely and/or sufficiently lowered is not included in the "scope of the RA selected in the ROD.

Very truly yours,

Melvin C. Moseley, Jr.

MGM/dlp